

EXHIBIT 5

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE: TFT-LCD (FLAT PANEL) ANTITRUST
LITIGATION

No. M 07-1827 SI

MDL. No. 1827

This Order Relates to:

All Indirect Purchaser Actions

State of Missouri et al. v. AU Optronics Corporation, et al., Case No. 10-3619 SI; and

State of Florida v. AU Optronics Corporation, et al., Case No. 10-3517 SI; and

State of New York v. AU Optronics Corporation, et al., Case No. 11-711 SI

**ORDER RE: INDIRECT PURCHASER
PLAINTIFFS' AND STATES
ATTORNEYS GENERAL'S JOINT
MOTION FOR INTERIM
REIMBURSEMENT OF EXPENSES**

This matter came before the Court on the joint motion by the Indirect-Purchaser Plaintiffs ("IPPs") and the States of Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia, and Wisconsin ("Settling States") for an order authorizing distribution from the Settlement Fund (the "Motion"). The Court, having reviewed the papers filed and arguments made in connection with the Motion, and good cause appearing, hereby GRANTS the Motion as follows:

Fund Administrator

1
2 1. Rust Consulting, Inc. ("Rust"), the previously Court-appointed Claims Administrator, is hereby
3 appointed the Fund Administrator pursuant to 26 U.S.C § 468B(g) and the related United States Treasury
4 Regulations of the "Indirect Purchase LCD Antitrust Qualified Settlement Fund, EIN 27-0192479"
5 ("QSF").

6 2. In its capacity as Fund Administrator, Rust shall determine and perform the tax obligations of
7 the QSF, including but not limited to income tax return filing, income tax paying and information return
8 reporting.

9 3. The Escrow Agent, Wells Fargo Bank, N.A. ("Wells Fargo"), is ORDERED to transfer all funds
10 related to the Escrow Accounts to the accounts established for the QSF at Huntington Bank N.A.
11 ("Huntington") and administered by Rust.

12 4. Wells Fargo has represented to Rust that all of the QSF's tax obligations have been fulfilled, the
13 2013 income tax return for the QSF has been timely filed, and all income taxes have been timely paid.
14 Wells Fargo shall promptly deliver to Rust all of the income tax returns for the QSF and proof of tax
15 payments for the QSF. Wells Fargo shall cooperate with Rust, Class Counsel, and the Settling States'
16 counsel in effecting the transition of its responsibilities to Rust.

17 5. Rust shall not disburse, withdraw or transfer any funds from the QSF accounts at Huntington
18 without written authorization ("Distribution Notice") from at least two of the following three counsel:
19 Joseph M. Alioto, The Alioto Law Firm, Francis O. Scarpulla, Zelle Hofmann Voelbel & Mason LLP,
20 and Lizabeth A. Brady, Office of the Attorney General State of Florida.

21
22 **Payment to Claimants Who Filed By June 6, 2014**

23 6. Rust is ORDERED to pay all approved class claims, with proportional interest, as identified in
24 the Declaration of Robin Niemiec, filed concurrently with the Motion.

25 7. Checks issued to class claimants by Rust shall bear the notation "Non-Negotiable After
26 90-Days." Rust shall void all uncashed checks following the expiration of the 90-day void date. Rust
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1 may re-issue checks as necessary.

2 8. Residual funds resulting from any uncashed checks shall become a part of the QSF and Co-Lead
3 Counsel and Settling States' counsel shall report to the Court the total amount and the suggested
4 disposition of such residual funds. No residual funds shall be distributed except by order of the Court.

5
6 **Payment to Claimants Who Filed Between June 7, 2014 and October 6, 2014**

7 9. Rust is ORDERED to process all claims received between June 7, 2014 and October 6, 2014,
8 in accordance with its normal procedures, including auditing of claims as appropriate.

9 10. Co-Lead Counsel and Settling States' counsel shall report to the Court the total amount of valid
10 claims processed in accordance with the foregoing paragraph, and shall suggest a pro rata payment
11 amount, if any, for such claimants based upon available residual funds, with a per-panel payment not
12 to exceed that paid to timely claimants. Rust's costs of processing such claims shall be deducted from
13 available residual funds.

14
15 **No Claims Accepted After October 6, 2014**

16 11. No claims will be accepted for processing or payment after October 6, 2014.

17
18 **Payment to Class Counsel**

19 12. Rust is ORDERED to pay Class Counsel, or the assignees of Class Counsel, as directed in the
20 Second Amended Order Granting Final Approval (Dkt. 7697), and the Distribution Notice, with
21 proportional interest, less any hold backs as directed by Co-Lead Counsel to pay all current outstanding
22 costs, expenses and other necessary financial obligations, including any and all hold-backs previously
23 ordered by the Court.

24 13. With respect to the liens asserted against Joseph M. Alioto, the amount of \$409,295.98, which
25 represents a judgment amount of \$100,000 plus fees, costs, and interest at 7% annum as of November
26 28, 2012, will be paid out of Alioto's \$47 million fee award and will be directed to Alexandra Brudy c/o

1 Craig P. Bronstein, Esq., LANAK & HANNA, P.C., 625 The City Drive South, Ste. 190, Orange,
2 California 92868. Additionally, \$34,178,238.00 million of Alioto's fee award shall be retained in the
3 QSF account pending the entry of a final judgment by the San Francisco Superior Court in the litigation
4 between LFG National Capital, LLC and Alioto. Alioto and LFG shall notify the Court when the state
5 superior court enters the final judgment. The Court ORDERS that prior to any disbursement of funds
6 to LFG, Alioto shall have the opportunity to seek a stay of execution of the judgment pending appeal
7 from the state court within 14 days of the entry of the final judgment. The parties shall promptly notify
8 this Court of the disposition of any such stay request. If the state courts deny a stay of execution, the
9 Court at that time will issue a separate order directing Rust to pay LFG in satisfaction of the judgment,
10 and to pay Alioto any residual fees that may remain owing to him.

11 14. Certain Class Counsel did not take a cost quick-pay. Therefore, Rust is ORDERED to pay the
12 Class Counsel firms the amounts listed in Exhibit A out of the funds that have been approved by this
13 Court for reimbursement of litigation costs. Any funds from the Class Counsel litigation costs
14 reimbursements approved by this Court that are remaining after these firms have received the
15 distributions listed in Exhibit A shall be held back as directed by Co-Lead Counsel.

16
17 **Payment to Settling States**

18 15. Rust is ORDERED to pay counsel for the Settling States \$34,536,364.95 for their proprietary
19 claims (i.e., \$34,483,654.02, plus proportional interest of \$52,710.93), as set forth in Exhibit B attached
20 hereto and incorporated herein.

21 16. Rust is ORDERED to pay counsel for the Settling States their fees and costs, with proportional
22 interest, as directed in the Second Amended Order Granting Final Approval (Dkt. 7697), and as set forth
23 in Exhibit B attached hereto and incorporated herein.

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25 **Payment to IPP Class Representatives**

26 17. Rust is ORDERED to prepare checks for the incentive awards to the Plaintiffs/Class
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1 Representatives as directed in the Second Amended Order Granting Final Approval (Dkt. 7697),
2 correcting to 39 (instead of 40) the number of class representative plaintiffs appointed by previous Court
3 orders, and correcting to nine (instead of eight) the number of non-appointed plaintiffs who were
4 deposed.

5 18. Rust is ORDERED to mail the incentive-award checks to the Class Counsel for each of the
6 Plaintiffs/Class Representatives.

7
8 **Continuing Jurisdiction**

9 19. This Court retains continuing jurisdiction over the administration and distribution of all
10 settlement funds.

11
12 This order resolves Dkt. No. 9217.

13
14 **IT IS SO ORDERED.**

15
16 Dated: October 20, 2014



SUSAN ILLSTON
United States District Judge

EXHIBIT A

IPP Counsel That Have Not Taken Cost Quick-Pay

Firm	Amount
Edward J. Westlow	\$5,000
Aylstock Witkin Kreis & Overholtz	\$25,000
Bonnett, Fairbourn, Friedman & Balint, P.C.	\$20,000
Devereux Murphy LLC	\$10,000
Futterman Howard	\$10,000
Hisaka Stone Goto Yoshida Cosgrove & Ching	\$5,000
Johnson & Perkinson	\$15,000
Keller Rohrback	\$45,000
Sachs Waldman	\$5,000
TOTAL	\$140,000

EXHIBIT B**Payment Instructions for State Attorneys General Recoveries**

	AWARDED FEES & COSTS	SHARE OF GOVERNMENTAL DAMAGES/REDRESS
Arkansas	Consumer Education & Enforcement Fund Arkansas Attorney General's Office c/o Kevin Wells Assistant Attorney General 323 Center Street Suite 500 Little Rock, AR 72201	Consumer Education & Enforcement Fund Arkansas Attorney General's Office c/o Kevin Wells Assistant Attorney General 323 Center Street Suite 500 Little Rock, AR 72201
California	Litigation Deposit Fund State of California, Department of Justice Re: LCD Antitrust Litigation c/o Bank of America Sacramento Government Services Unit 1436 555 Capital Mall, Suite 165 Sacramento, CA 95814	Litigation Deposit Fund State of California, Department of Justice Re: LCD Antitrust Litigation c/o Bank of America Sacramento Government Services Unit 1436 555 Capital Mall, Suite 165 Sacramento, CA 95814
Florida	Legal Affairs Revolving Trust Fund Department of Legal Affairs Antitrust Division Attention Laura Daugherty 107 West Gaines Street Tallahassee, FL 32399	Florida Department of Legal Affairs Department of Legal Affairs Antitrust Division Attention Laura Daugherty 107 West Gaines Street Tallahassee, FL 32399
Michigan	Michigan Department of Attorney General c/o Elizabeth Lippitt Corporate Oversight Division P.O. Box 30755 Lansing MI 48909	Michigan Department of Attorney General c/o Elizabeth Lippitt Corporate Oversight Division P.O. Box 30755 Lansing MI 48909
Missouri	Antitrust Revolving Fund Office of the Missouri Attorney General c/o Anne Schneider, Assistant Attorney General/Antitrust Counsel 221 West High Street Jefferson City, MO 65109	Merchandising Practices Restitution Fund Office of the Missouri Attorney General c/o Anne Schneider, Assistant Attorney General/Antitrust Counsel 221 West High Street Jefferson City, MO 65109
New York	New York State Office of the Attorney General Attn: LCD Settlement Fees & Costs c/o Jeremy R. Kasha Assistant Attorney General Antitrust Bureau 120 Broadway, 26th Floor New York, New York 10271-0332	New York State Office of the Attorney General Attn: LCD Settlement Governmental Redress c/o Jeremy R. Kasha Assistant Attorney General Antitrust Bureau 120 Broadway, 26th Floor

		New York, New York 10271-0332
West Virginia	State of West Virginia c/o Douglas L. Davis Assistant Attorney General Office of the Attorney General 812 Quarrier Street, 1 st Floor Charleston, WV 25301	State of West Virginia c/o Douglas L. Davis Assistant Attorney General Office of the Attorney General 812 Quarrier Street, 1 st Floor Charleston, WV 25301
Wisconsin	Wisconsin Department of Justice c/o Gwendolyn J. Cooley Assistant Attorney General Wisconsin Department of Justice P.O. Box 7857 17 W. Main St. Madison, WI 53707-7857	Wisconsin Department of Justice c/o Gwendolyn J. Cooley Assistant Attorney General Wisconsin Department of Justice P.O. Box 7857 17 W. Main St. Madison, WI 53707-7857

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